

CT

January 11, 2016

Department of State, Florida
Clifton Building
2611 Executive Center Circle
Tallahassee FL 32301

Re: Order #: 9842274 SO
Customer Reference 1: 2042157-0001
Customer Reference 2:

Dear Department of State, Florida :

Please obtain the following:

EFB Capital Corporation (FL)
~~Incorporation~~
Florida *Conversion / Articles*

Enclosed please find a check for the requisite fees. Please return document(s) to the attention of the undersigned.

If for any reason the enclosed cannot be processed upon receipt, please contact the undersigned immediately at (850) 222-1092 .

Thank you very much for your help.

Sincerely,

Connie R Bryan
Senior Fulfillment Specialist
Connie.Bryan@wolterskluwer.com

COVER LETTER

TO: Charter Section
Division of Corporations

SUBJECT: EFB Capital Corporation
Name of Resulting Florida Profit Corporation

The enclosed Certificate of Conversion, Articles of Incorporation, and fees are submitted to convert an "Other Business Entity" into a "Florida Profit Corporation" in accordance with s. 607.1115, F.S.

Please return all correspondence concerning this matter to:

Lauren M. Graff
Contact Person

McGuireWoods
Firm/Company

77 W Wacker Drive, Suite 4100
Address

Chicago, Illinois 60601
City, State and Zip Code

amack@billingscap.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Lauren M. Graff at (312) 750-8671
Name of Contact Person Area Code and Daytime Telephone Number

Enclosed is a check for the following amount:

- \$105.00 Filing Fees
- \$113.75 Filing Fees and Certificate of Status
- \$113.75 Filing Fees and Certified Copy
- \$122.50 Filing Fees, Certified Copy, and Certificate of Status

STREET ADDRESS:
New Filings Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:
New Filings Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

Certificate of Conversion
For
"Other Business Entity"
Into
Florida Profit Corporation

This Certificate of Conversion **and attached Articles of Incorporation** are submitted to convert the following **"Other Business Entity"** into a **Florida Profit Corporation** in accordance with s. 607.1115, Florida Statutes.

1. The name of the "Other Business Entity" immediately prior to the filing of this Certificate of Conversion is:

EFB Capital Corporation

Enter Name of Other Business Entity

2. The "Other Business Entity" is a corporation
(Enter entity type. Example: limited liability company, limited partnership,
general partnership, common law or business trust, etc.)

first organized, formed or incorporated under the laws of Maryland
(Enter state, or if a non-U.S. entity, the name of the country)

on July 31, 1989
Enter date "Other Business Entity" was first organized, formed or incorporated

3. If the jurisdiction of the "Other Business Entity" was changed, the state or country under the laws of which it is now organized, formed or incorporated:

Florida

4. The name of the Florida Profit Corporation as set forth in the **attached Articles of Incorporation:**

EFB Capital Corporation

Enter Name of Florida Profit Corporation

5. If not effective on the date of filing, enter the effective date: _____

(The effective date: 1) cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State; AND 2) must be the same as the effective date listed in the attached Articles of Incorporation, if an effective date is listed therein.)

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

RECORDED
1989 JUL 11 PM 3:49
4190

Signed this 30th day of December, 2015.

Required Signature for Florida Profit Corporation:

Signature of Chairman, Vice Chairman, Director, Officer, or, if Directors or Officers have not been selected, an

Incorporator: Eric Billings
Printed Name: Eric F. Billings Title: President

Required Signature(s) on behalf of Other Business Entity: [See below for required signature(s).]

Signature: Eric Billings

Printed Name: Eric F. Billings Title: President

Signature: _____

Printed Name: _____ Title: _____

Signature: _____

Printed Name: _____ Title: _____

Signature: _____

Printed Name: _____ Title: _____

Signature: _____

Printed Name: _____ Title: _____

Signature: _____

Printed Name: _____ Title: _____

If Florida General Partnership or Limited Liability Partnership:

Signature of one General Partner.

If Florida Limited Partnership or Limited Liability Limited Partnership:

Signatures of ALL General Partners.

If Florida Limited Liability Company:

Signature of a Member or Authorized Representative.

All others:

Signature of an authorized person.

Fees:

- Certificate of Conversion: \$35.00
- Fees for Florida Articles of Incorporation: \$70.00
- Certified Copy: \$8.75 (Optional)
- Certificate of Status: \$8.75 (Optional)

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16 JAN 11 PM 3:49

ARTICLES OF INCORPORATION
In compliance with Chapter 607 and/or Chapter 621, F.S. (Profit)

ARTICLE I NAME

The name of the corporation shall be: EFB Capital Corporation

ARTICLE II PRINCIPAL OFFICE

The principal place of business/ mailing address is:

Principal street address

Mailing address, if different is:

800 Beach Road

No. 374

Vero Beach, Florida 32963

ARTICLE III PURPOSE

The purpose for which the corporation is organized is:

any lawful purpose for which a corporation may be organized under Florida statutes.

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STATE
OF FLORIDA

2160

ARTICLE IV SHARES

The number of shares of stock is: 100 authorized Common shares

ARTICLE V INITIAL OFFICERS AND/OR DIRECTORS

Name and Title: Marianne P. Billings, Secretary and Director

Address: 800 Beach Road, No. 374

Vero Beach, Florida 32963

Name and Title: _____

Address: _____

Name and Title: _____

Address: _____

Eric F. Billings, President, Treasurer,

Name and Title: and Director

Address: _____

800 Beach Road, No. 374

Vero Beach, Florida 32963

Name and Title: _____

Address: _____

Name and Title: _____

Address: _____

ARTICLE VI REGISTERED AGENT

The name and Florida street address (P.O. Box NOT acceptable) of the registered agent is:

Name: Eric F. Billings
Address: 800 Beach Road, No. 374
Vero Beach, Florida 32963

ARTICLE VII INCORPORATOR

The name and address of the Incorporator is:

Name: Eric F. Billings
Address: 800 Beach Road, No. 374
Vero Beach, Florida 32963

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity

Eric Billings

Required Signature/Registered Agent

12/30/15

Date

I submit this document and affirm that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.

Eric Billings

Required Signature/Incorporator

12/30/15

Date

FILED
15 JAN 11 PM 3:49
DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA